

RECORDATION NO. 26167 FILED

FEB 02 '06 2:56 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 2, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 24, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	RBS Asset Finance 189 Canal Street Providence, Rhode Island 02901
Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179-1580

Mr. Vernon A. Williams
February 2, 2006
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A description of the railroad equipment covered by the enclosed document is:

24 mechanical refrigerator boxcars within the series ARMN 725000 - ARMN 725293 (formerly UPFE/VCY 25000 - UPFE/VCY 25293) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Base Term Rider No. 004 to Master Lease Agreement No. 1488 dated June 30, 2005)

This Memorandum of Lease is entered into as of January 24, 2006, by and between ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Union Pacific Railroad Company, a Delaware corporation having its principal place of business at 1416 Dodge² Street, Omaha, NE 68179 ("Lessee").
1400 Douglas DK

1. Lessor is the owner of twenty-four (24) Mechanical Refrigerator Box Cars bearing identification numbers, (collectively, the "Railcars"): See Attached Schedule 1.
2. Lessor and Lessee have entered into a Base Term Rider No. 004 pursuant to Master Lease Agreement dated June 30, 2005 pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 120 months commencing February 1, 2006.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX Corporation, d/b/a **RBS ASSET FINANCE**, Lessor

By Dennis J. Diemer

Name Dennis J. Diemer
Vice President

Title _____

UNION PACIFIC RAILROAD COMPANY, Lessee

By Duane Knapp

Name Duane Knapp

Title Sr. Manager Leasing

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 1st day of February, 2006.

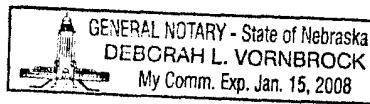
Debra A. Grim
Notary Public
DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

State of Nebraska)
) ss:
County of Douglas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Union Pacific Railroad Company, a Delaware corporation (the "Corporation"), by Diane Krapp its Sr. Manager Leasing who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at _____, Nebraska, this 30th day of January, 2006

Deborah L. Vornbrock
Notary Public



SCHEDULE 1
To Rider No. 004
Description of Units
Unit Numbers and Marks

Twenty-four (24) Mechanical Refrigerator Box Cars, refurbished in accordance with the Specifications in Schedule 3 to Interim Rider No. 001 bearing the marks and road numbers listed below.

<u>Sched</u>	<u>Previous Car Mark</u>	<u>Previous Car #</u>	<u>Year Built</u>	<u>Future/ Current Car Mark</u>	<u>Future/ Current Car #</u>	<u>Previous Sched</u>
1488-004	UPFE/VCY	25000	1971	ARMN	725000	1012-001
1488-004	UPFE/VCY	25011	1971	ARMN	725011	1012-001
1488-004	UPFE/VCY	25021	1971	ARMN	725021	1012-001
1488-004	UPFE/VCY	25027	1971	ARMN	725027	1012-001
1488-004	UPFE/VCY	25028	1971	ARMN	725028	1012-001
1488-004	UPFE/VCY	25035	1971	ARMN	725035	1012-001
1488-004	UPFE/VCY	25055	1971	ARMN	725055	1012-001
1488-004	UPFE/VCY	25059	1971	ARMN	725059	1012-001
1488-004	UPFE/VCY	25065	1971	ARMN	725065	1012-001
1488-004	UPFE/VCY	25082	1971	ARMN	725082	1012-001
1488-004	UPFE/VCY	25121	1971	ARMN	725121	1012-001
1488-004	UPFE/VCY	25123	1971	ARMN	725123	1012-001
1488-004	UPFE/VCY	25139	1971	ARMN	725139	1012-001
1488-004	UPFE/VCY	25160	1971	ARMN	725160	1012-001
1488-004	UPFE/VCY	25164	1971	ARMN	725164	1012-001
1488-004	UPFE/VCY	25169	1971	ARMN	725169	1012-001
1488-004	UPFE/VCY	25177	1971	ARMN	725177	1012-001
1488-004	UPFE/VCY	25206	1971	ARMN	725206	1012-002
1488-004	UPFE/VCY	25209	1971	ARMN	725209	1012-002
1488-004	UPFE/VCY	25229	1971	ARMN	725229	1012-002
1488-004	UPFE/VCY	25234	1971	ARMN	725234	1012-002
1488-004	UPFE/VCY	25253	1970	ARMN	725253	1012-002
1488-004	UPFE/VCY	25270	1970	ARMN	725270	1012-002
1488-004	UPFE/VCY	25293	1970	ARMN	725293	1012-002